

Exhibit C

Redline – Incremental Changes

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

Re: Docket No. 298

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ORDER

**(A) PURSUANT TO PROMESA SECTION 304(G), DIRECTING JOINT
ADMINISTRATION OF INITIAL TITLE III CASES AND ADDITIONAL
TITLE III CASES, AND (B) PURSUANT TO SECTION 105(A) OF THE
BANKRUPTCY CODE, MAKING CERTAIN ORDERS ENTERED ON FIRST
DAY PLEADINGS APPLICABLE TO THE ADDITIONAL TITLE III CASES**

Upon the *Motion for Order (a) Pursuant to PROMESA Section 304(g), Directing Joint Administration of Initial Title III Cases and Additional Title III Cases, and (b) Pursuant to Section 105(a) of the Bankruptcy Code, Making Certain Orders Entered on First Day Pleadings Applicable to the Additional Title III Cases* (the “Motion”);² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue is proper pursuant to PROMESA section 307(a); and the Court having

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned Title III Cases are consolidated for procedural purposes only and shall be jointly administered by this Court under lead Case No. 17 BK 3283-LTS.
3. The caption of the jointly administered cases shall read as follows:

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.³

No. 17 BK 3283-LTS

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(Jointly Administered)

4. An entry shall be made on the dockets of each of the Additional Debtors' Title III Cases (but not on the docket of the Commonwealth's Title III Case), substantially as follows:

An order has been entered in accordance with PROMESA section 304(g) and Federal Rule of Bankruptcy Procedure 1015(b), made applicable to this title III case by PROMESA section 310, directing the procedural consolidation and joint administration of the title III cases of the Commonwealth of Puerto Rico and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, lead Case No. 17 BK 3283-LTS; provided, however, that if the pleading or other paper relates solely to this title III case, such pleading shall be filed in both the lead Case No. 17 BK 3283-LTS and this title III case.

5. To the extent a party files a motion, pleading, application, objection, reply, response, or other similar court filing (any or all of the foregoing, a "Court Filing") applicable to fewer than all of the jointly administered Debtors, such party shall supplement the above case caption with a second case caption (positioned immediately underneath the main caption above) with the name(s) of the particular Debtor(s) and respective title III case number(s) implicated by the party's Court Filing. If the Court Filing relates only to a particular Debtor or Debtors (other than the Commonwealth), such Court Filing shall be filed in both the lead Case No. 17 BK 3283-LTS and the applicable title III case(s). A legend shall accompany the second (and any additional) case caption(s) stating that the Court Filing relates only to the applicable Debtors(s),

³ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).⁴

and the pleading shall be filed in both the lead Case No. 17 BK 3283-LTS and the applicable title III case(s).

6. The Clerk of the United States District Court for the District of Puerto Rico (the “Clerk’s Office”) shall maintain one consolidated docket and one file for each of the Title III Cases. The Clerk’s Office may, for administrative purposes only, maintain the consolidated docket and the dockets of the underlying Title III Cases on the CM/ECF system of the United States Bankruptcy Court for the District of Puerto Rico. The notice, claims, and solicitation agent for the Title III Cases shall maintain one consolidated service list on behalf of the Clerk’s Office.

7. Nothing contained in the Motion or this order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors’ cases.

8. For the avoidance of doubt, this order and the joint administration contemplated herein shall have no substantive impact and will not be cited or relied upon for any substantive position, including, without limitation, as the basis for filing or not filing a joint plan of adjustment.

9. All parties’ rights are reserved with respect to the *Motion of Debtors Pursuant to Bankruptcy Code Section 105(a) for Entry of Order Confirming Authority of Banks to Continue Honoring Instructions and Payment Instruments with Respect to The Debtors’ Bank Accounts* [ECF No. 60] (the “Bank Accounts Motion”). Prior to the entry of any order concerning the Bank Accounts Motion, all parties shall be provided an opportunity to object to the form and substance of such order consistent with the objections deadlines set forth in the Case Management Order [ECF No. 262].

10. The Preexisting Orders, set forth in Schedule A to this Order, and each subsequent order entered on the First Day Pleadings listed on Schedule A hereto are hereby made applicable to the Additional Debtors *nunc pro tunc* to the date of commencement of the Additional Debtors' title III cases, as if the Additional Debtors were debtors referred to in said orders, subject to the following modifications:⁴

- The Order (A) Fixing Dates to File Creditor Matrix and List of Creditors and (B) Waiving Local Bankruptcy Rule 1007-1 to the Extent Such Rule is Applicable to These Title III Cases [Docket No. 244] shall apply to the Additional Debtors, provided, however, that, with respect solely to the Additional Debtors, the deadline to file a Creditor Matrix be extended from June 30, 2017 to July 31, 2017 and the deadline to file a Creditor List be extended from August 30, 2017 to September 15, 2017.
- The Order Authorizing Employment and Payment of Prime Clerk LLC as Solicitation, Notice, and Claims Agent, *Nunc Pro Tunc* to the Petition Dates [Docket No. 245] shall be extended to incorporate the Additional Debtors' retention of Prime Clerk pursuant to the amended and restated Engagement Letter attached to the Motion as Exhibit B.⁵

11. Notwithstanding any applicability of any Bankruptcy Rule, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

12. The Debtors and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

⁴ Where PROMESA or the Bankruptcy Code sets a time frame to be calculated from the petition date, such time will be calculated separately for each Debtor from its respective petition date.

⁵ For the avoidance of doubt, the amended and restated Engagement Letter attached to the Motion as Exhibit B shall apply to all Debtors as of May 21, 2017 and shall supersede the Engagement Letter included with the original Prime Clerk Application, filed under Docket No. 65.

Dated: June_____, 2017
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge

Schedule A

First Day Pleadings Pending Approval

1. Motion of Debtors Pursuant to Bankruptcy Code Section 105(a) for Entry of Order Confirming Authority of Banks to Continue Honoring Instructions and Payment Instruments with Respect to The Debtors' Bank Accounts [Docket No. 60].
2. Motion of Debtor Entities for Order (a) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, (b) Deeming Utilities Adequately Assured of Future Performance, and (c) Establishing Procedures for Determining Adequate Assurance of Payment [Docket No. 210].

Preexisting Orders

3. Order Pursuant to PROMESA Section 304(g) and Bankruptcy Rule 1015(b) Directing Joint Administration of Title III Cases and Granting Related Relief [Docket No. 242].
4. Order Pursuant to PROMESA Section 315, Bankruptcy Code Sections 105(a) and 923, and Bankruptcy Rules 2002, 9007, and 9008 Approving Form of Notice of Commencement of Title III Cases and Related Matters, Approving Manner of Service and Publication Thereof, and Granting Related Relief [Docket No. 243].
5. Order (a) Fixing Dates to File Creditor Matrix and List of Creditors and (b) Waiving Local Bankruptcy Rule 1007-1 to the Extent Such Rule is Applicable to These Title III Cases [Docket No. 244].
6. Order Authorizing Employment and Payment of Prime Clerk LLC as Solicitation, Notice, and Claims Agent, *Nunc Pro Tunc* to the Petition Dates [Docket No. 245].

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